

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF SOUTH CAROLINA
SPARTANBURG DIVISION**

INTELLISOFT, INC.,

Plaintiff,

v.

CHRISTOPHER L. ESTEP (a/k/a CHRIS STONE),

Defendant.

Case No:

**EXHIBIT D
to the COMPLAINT**

GREENVILLE 317126v1

**WRITTEN CONSENT IN LIEU OF A MEETING OF
THE SHAREHOLDERS
OF
INTELLISOFT, INC.**

The undersigned, being all of the shareholders of Intellisoft, Inc., a South Carolina corporation (the "Corporation"), hereby adopt the following resolutions by this Written Consent in accordance with South Carolina law, said resolutions to have the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Shareholders of the Corporation.

WHEREAS, on August 8, 2013, Christopher L. Estep resigned as a director of the Corporation; and

WHEREAS, the Shareholders desire to accept such resignation and pursuant to Section 2.2 of the Bylaws of the Corporation, appoint a new director of the Corporation.

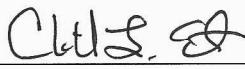
NOW, THEREFORE BE IT RESOLVED THAT, the Corporation hereby accepts the resignation of Christopher L. Estep as a Director of the Corporation.

FURTHER RESOLVED, that the following is hereby elected as the member of the Board of Directors of the Corporation to serve until his successor has been chosen and qualified:

David Peeples

FURTHER RESOLVED that the Secretary of the Corporation is hereby authorized and directed to enter this Written Consent in the corporate minute book of the Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders of the Corporation, has executed this written consent as of the 8th day of August, 2013.



Christopher L. Estep


David Peeples